

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
SECURITIES AND EXCHANGE COMMISSION, :

:
Plaintiff, : Index No. 10 cv 9239
: (JSR)(FM)

-against-

VITESSE SEMICONDUCTOR CORPORATION, : PROTECTIVE ORDER
LOUIS R. TOMASETTA, EUGENE F. :
HOVANEC, YATIN D. MODY, AND :
NICOLE R. KAPLAN, :
:

Defendants. :
-----x

JED S. RAKOFF, U.S.D.J.

WHEREAS, on March 15, 2011, the Court issued an Order , affirmed on March 25, 2011, which requires Non-Party Nu Horizons Electronics Corporation ("Nu Horizons") to produce its internal report which consists of: (i) a seventy-eight page written summary of GSF's and FTI's conclusions; (ii) the Power Point Presentation prepared by GSF for Nu Horizon's audit committee summarizing GSF and FTI's conclusions; and (iii) six tables prepared by FTI summarizing its conclusions (hereinafter the "Nu Horizons Internal Report") to the parties to this lawsuit;

WHEREAS, the Court's Order of March 15, 2011 was without prejudice to Nu Horizons submitting to the Court a proposed protective order to limit disclosure of Nu Horizons Internal Report to parties other than the parties to this lawsuit;

WHEREAS, the parties having agreed to the following terms of non-disclosure, and the Court having found that good cause exists for issuance of an appropriately-tailored

10. This Court shall retain jurisdiction over all persons subject to this Order to the extent necessary to enforce any obligations arising hereunder or to impose sanctions for any contempt thereof.

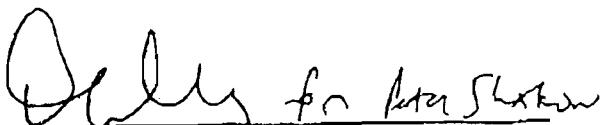
SO STIPULATED AND AGREED.

SECURITIES AND EXCHANGE COMMISSION

Dated: _____

Terence M. Healy, Esq.
Alan M. Lieberman, Esq.
Assistant Chief Litigation Counsel
Securities and Exchange Commission
100 F Street N.E.
Washington, D.C. 20549
Tel. (202) 551-4640
Fax: (202) 772-9245
Attorneys for Plaintiff

BIRD, MARELLA, BOXER, WOLPERT,
NESSIM, DROOKS & LINCENBERG


for Peter Shakow

Dated: 3/31/11

Gary S. Lincenberg, Esq.
Peter Shakow, Esq.
1875 Century Park East, Fl. 23
Los Angeles, California 90067
Tel.: (310) 201-2100
Attorneys for Defendant
Eugene F. Hovanec

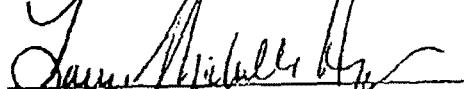
MORRISON & FOERSTER LLP



Dan Marmalefsky, Esq.
555 West Fifth Street
Los Angeles, California 90013
Tel.: (213) 892-5200
Fax: (213) 892-5454
Attorneys for Defendant
Louis R. Tomasetta

Dated: 3/31/11

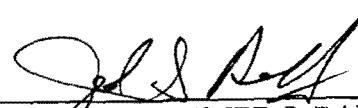
GAGE SPENCER & FLEMING LLP



G. Robert Gage, Jr., Esq.
Laura-Michelle Horgan, Esq.
410 Park Avenue
New York, New York 10022
Tel.: (212) 768-4900
Fax: (212) 768-3629
Attorneys for Non-Party
Nu Horizons Electronics Corporation

Dated: 3/31/11

SO ORDERED.



THE HONORABLE JED S. RAKOFF
UNITED STATES DISTRICT JUDGE

Dated: New York, New York
March 4, 2011

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

Index No. 10 cv 9239
(JSR)(FM)

-against-

VITESSE SEMICONDUCTOR CORPORATION, :
LOUIS R. TOMASETTA, EUGENE F. :
HOVANEC, YATIN D. MODY, AND :
NICOLE R. KAPLAN, :

NON-DISCLOSURE
AGREEMENT

Defendants. :

-----x

I, _____, acknowledge that I have read and understand the Protective Order in this action governing the non-disclosure of the Nu Horizons' Internal Report. I agree that I will not disclose the Nu Horizons Internal Report, or the contents thereof, to anyone other than for the purposes of this litigation and, if applicable, at the conclusion of the litigation I will return all copies of the Nu Horizons Internal Report to the party or attorney from whom I received it. By acknowledging these obligations under the Protective Order, I understand that I am submitting myself to the jurisdiction of the United States District Court for the Southern District of New York for the purpose of any issue or dispute arising hereunder and that my willful violation of any term of the Protective Order could subject me to punishment for contempt of Court.

Dated: _____